

KLESTADT & WINTERS, LLP

Tracy L. Klestadt  
Joseph C. Corneau  
570 Seventh Avenue, 17<sup>th</sup> Floor  
New York, NY 10018  
Tel. (212) 972-3000  
Fax. (212) 972-2245

*Proposed Attorneys for the Debtors*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

---

In re:	:	Chapter 11
LIC CROWN MEZZ BORROWER LLC,	:	Case No. 13-13304 (MG)
Debtor.	:	Joint Administration Pending
	:	
In re:	:	Chapter 11
LIC CROWN FEE OWNER LLC,	:	Case No. 13-13305 (MG)
Debtor.	:	Joint Administration Pending
	:	
In re:	:	Chapter 11
LIC CROWN LEASEHOLD OWNER LLC,	:	Case No. 13-13306 (MG)
Debtor.	:	Joint Administration Pending
	:	

---

**MOTION OF THE DEBTORS PURSUANT TO  
RULE 1015(B) OF THE FEDERAL RULES OF BANKRUPTCY  
PROCEDURE FOR JOINT ADMINISTRATION OF CASES**

LIC Crown Mezz Borrower LLC (“Mezz Borrower”), LIC Crown Fee Owner LLC (“Fee Owner”), and LIC Crown Leasehold Owner LLC (“Leasehold Owner,” and together with Mezz Borrower and Fee Owner, the “Debtors”), hereby move (the “Motion”) for entry of an order,

substantially in the form annexed hereto as Exhibit A, directing the joint administration of the Debtors' Chapter 11 Cases pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure. In support of the Motion, the Debtors respectfully represent as follows:

**JURISDICTION**

1. This Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue of the Debtors' chapter 11 cases and this Motion are proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b).

**BACKGROUND**

2. On October 10, 2013 (the "Petition Date"), the Debtors filed voluntary petitions in this Court for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") and each case was assigned the case number indicated in the above captions (the "Chapter 11 Cases").

3. The Debtors continue to operate their respective businesses and manage their respective properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in the Debtors' Chapter 11 Cases.

4. The Court and interested parties are respectfully referred to the Declaration of Steven A. Carlson Pursuant to Local Bankruptcy Rules 1007-2 and 9077-1 (the "Carlson Declaration") for a detailed description of the Debtors' business, properties and financial condition.

**RELIEF REQUESTED**

5. By this Motion, the Debtors seek the joint administration of their Chapter 11 Cases, for procedural purposes only, pursuant to Rule 1015(b) of the Federal Rules of

Bankruptcy Procedure.

**GROUND FOR RELIEF**

6. Rule 1015(b) of the Federal Rules of Bankruptcy Procedure provides:

“If a joint petition or two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.”

7. The Debtors are affiliates as that term is defined in section 101(2) of the Bankruptcy Code. Accordingly, this Court is authorized to grant the relief requested.

8. The Debtors believe that the Chapter 11 Cases should be administered jointly because the business operations of the Debtors are closely related, and share management and office personnel. Entry of an order directing joint administration of the Chapter 11 Cases will obviate the need for duplicative notices, applications and orders, and thereby save considerable time and expense for the Debtors and their estates.

9. The rights of the respective creditors of the Debtors will not be adversely affected by the proposed joint administration of the Chapter 11 Cases because each creditor may still file its claim against a particular estate. In fact, the rights of all creditors will be enhanced by the reduction in costs resulting from joint administration. The Court will also be relieved of the burden of entering duplicative orders and maintaining duplicative files. Furthermore, supervision of the administrative aspects of the Chapter 11 Cases by the Office of the United States Trustee will be simplified.

10. By reason of the foregoing, the Debtors submit that the interests of the Debtors, their creditors would best be served by joint administration of the above-captioned cases.

11. No previous request for the relief sought herein has been made to this or any other Court.

**WHEREFORE**, the Debtors respectfully request that the Court enter an order granting the relief requested herein, and such other and further relief as may be just.

Dated: New York, New York  
October 10, 2013

KLESTADT & WINTERS, LLP

By: /s/ Tracy L. Klestadt  
Tracy L. Klestadt  
Joseph C. Corneau  
570 Seventh Avenue, 17<sup>th</sup> Floor  
New York, New York 10018  
T: (212) 972-3000  
F: (212) 972-2245

*Proposed Attorneys for the Debtors*

**Exhibit A**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re:

LIC CROWN MEZZ BORROWER LLC,

Debtor.

: Chapter 11

: Case No. \_\_\_\_\_(\_\_\_\_)

: Joint Administration Pending

In re:

LIC CROWN FEE OWNER LLC,

Debtor.

: Chapter 11

: Case No. \_\_\_\_\_(\_\_\_\_)

: Joint Administration Pending

In re:

LIC CROWN LEASEHOLD OWNER LLC,

Debtor.

: Chapter 11

: Case No. \_\_\_\_\_(\_\_\_\_)

: Joint Administration Pending

**ORDER DIRECTING JOINT ADMINISTRATION  
OF CASES PURSUANT TO RULE 1015(b)  
OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Upon the motion, dated October 10, 2013 (the “Motion”) of LIC Crown Mezz Borrower LLC (“Mezz Borrower”), LIC Crown Fee Owner, LLC (“Fee Owner”), and LIC Crown Leasehold Owner LLC (“Leasehold Owner,” and together with Mezz Borrower and Fee Owner, the “Debtors”), debtors and debtors in possession herein, seeking entry of an order directing joint administration for procedural purposes only of the above-captioned Chapter 11 Cases<sup>1</sup>; and upon the Declaration of Steven A. Carlson Pursuant to Local Bankruptcy Rules 1007-2 and 9077-1; and it appearing that the Court has jurisdiction to consider the Motion; and it appearing that the

<sup>1</sup> Capitalized terms used but not defined herein shall have the meaning ascribed to such terms in the Motion.

relief requested in the Motion is in the best interests of the Debtors and their respective estates and creditors; and it appearing that due and appropriate notice of the Motion has been given and no further notice need be given; and upon the proceedings before the Court; and good and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. The above-captioned Chapter 11 Cases be, and hereby are, consolidated for procedural purposes only and shall be jointly administered by the Court.
3. One consolidated docket, one file and one consolidated service list shall be maintained by the Debtors and kept by the Clerk of the United States Bankruptcy Court for the Southern District of New York.
4. Nothing contained in this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of the above-captioned cases.
5. The caption of the jointly-administered cases shall read as follows:

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

---

In re:	:	Chapter 11
LIC CROWN MEZZ BORROWER LLC, <u>et al.</u>	:	Case No. _____(____)
Debtors.	:	Joint Administration Pending
	:	

---

6. A docket entry shall be made in each of the above-captioned cases, substantially as follows:

“An order has been entered in this case directing the joint administration for procedural purposes only of the Chapter 11 cases of LIC Crown Mezz Borrower LLC, LIC Crown Fee Owner LLC, and LIC Crown Leasehold Owner LLC, and

the docket in Case No. 13-[\_\_\_\_\_] ( ) should be consulted for all matters affecting this case."

7. The Debtors are authorized to file a consolidated monthly operating report, but shall track and break-out disbursements on a debtor-by-debtor basis.

Dated: New York, New York  
October \_\_\_\_, 2013

---

UNITED STATES BANKRUPTCY JUDGE